

# **EXHIBIT A**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF KANSAS

-----:  
: No.  
IN RE: URETHANE ANTITRUST : 04-MD-1616-JWL-JPO  
LITIGATION :  
-----:  
THIS DOCUMENT RELATES TO: :  
THE POLYETHER POLYOL CASES :  
-----:

CONFIDENTIAL - SUBJECT TO PROTECTIVE ORDER

VIDEOTAPED DEPOSITION of STEPHANIE BARBOUR,  
VOLUME I, taken in the hereinbefore-entitled  
action, taken before Kelly A. Herrick, at the  
offices of Jackson Lewis, 225 South Sixth Street,  
Suite 3850, Minneapolis, Minnesota on  
September 14, 2010, commencing at 9:13 a.m.  
pursuant to notice.

\* \* \*

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1 A Yes, but, I mean, that was not a  
 2 predominant -- that was not a predominant where  
 3 David wanted to make the decision.  
 4 Q What were some of the things -- I'm  
 5 sorry, did you ever say that Mr. Fischer had made  
 6 up fictitious charges against you for purposes of  
 7 retaliation?  
 8 A Fictitious charges against me?  
 9 Q Correct.  
 10 A No.  
 11 Q Did Mr. -- did you ever say that  
 12 Mr. Fischer was at cross-purposes with the  
 13 finance and legal departments?  
 14 A Yes.  
 15 Q Let's start with finance. What was  
 16 it that Mr. Fischer did that was at  
 17 cross-purposes with the finance department?  
 18 A Forcing them to change numbers, not being  
 19 honest with them about the numbers, not being  
 20 honest with them about some contracts, not being  
 21 honest with them about some of the negotiations  
 22 that he had ongoing with competitors, not illegal  
 23 negotiations, just financially harmful  
 24 negotiations.  
 25 Q Does anyone -- did anyone in the

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1 finance department know that Mr. Fischer was  
 2 asking them to change the numbers?  
 3 A Yes, they had multiple independent audits  
 4 done on the business.  
 5 Q And who in the finance department  
 6 would -- that you can remember would be aware of  
 7 that?  
 8 A Jurg Fedier and Steve Doktycz.  
 9 Q And who is Mr. Doktycz?  
 10 A Doktycz.  
 11 Q Doktycz.  
 12 A He was our finance manager, and he  
 13 reported to Jurg Fedier, who was Bob Wood's  
 14 finance manager.  
 15 Q And how about Mr. Fedier, what was  
 16 his position?  
 17 A He reported to Bob Wood, so he was --  
 18 whatever that equivalent level of finance manager  
 19 Mr. Fedier was at, Bob Wood -- reporting  
 20 structure, so he was more like a group finance  
 21 manager, higher level, obviously.  
 22 MR. DEVER: I'm told I only have a  
 23 couple minutes left on the tape, so let's  
 24 take a short break.  
 25 THE VIDEOGRAPHER: We're going off

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1 the record at 11:15 a.m.  
 2 (A recess was taken.)  
 3 THE VIDEOGRAPHER: We are back on  
 4 the record. This is the continuing  
 5 videotaped deposition of Stephanie Barbour  
 6 taken on September 14, 2010. The time now  
 7 is 11:35 a.m.  
 8 BY MR. DEVER:  
 9 Q Ms. Barbour, before the break, you  
 10 had described for us a contract that Mr. Fischer  
 11 was negotiating with Huntsman that you believed  
 12 was economically disadvantageous.  
 13 Do you recall that?  
 14 A Yes, but I didn't say negotiating. Had  
 15 already entered into.  
 16 Q Okay. Thank you.  
 17 Could you describe for us what the  
 18 contract was.  
 19 A Exactly, no, but it was around MDI  
 20 purchases. We had to purchase so much MDI from  
 21 them.  
 22 Q So Dow would purchase MDI from  
 23 Huntsman?  
 24 A Correct.  
 25 Q And do you know -- did Mr. Fischer

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1 negotiate the contract with Huntsman?  
 2 A Yes.  
 3 Q And do you know who Mr. Fischer  
 4 negotiated with?  
 5 A The original contract, no, I don't  
 6 remember.  
 7 Q And do you know when the contract  
 8 was entered into?  
 9 A No.  
 10 Q And why did you believe it was  
 11 economically disadvantageous to Dow?  
 12 A Because we didn't need to purchase the  
 13 material, and because of the way the pricing  
 14 was -- the pricing index or the pricing structure  
 15 that was set up, we were actually paying -- we  
 16 were buying it at higher prices than we could  
 17 sell it at.  
 18 Q Why do you think Mr. Fischer  
 19 entered into that agreement?  
 20 A At the time he entered into the agreement  
 21 because he thought we were going to be short of  
 22 MDI and that we needed MDI.  
 23 Q And that turned out to be wrong?  
 24 A Correct.  
 25 Q And why was -- why was that wrong?

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1 A I probably -- I don't know exactly, but I  
2 would assume probably the plants were running  
3 better, probably supply/demand balances were such  
4 that we didn't have as great a supply -- or great  
5 of demand as we thought we were going to have  
6 projected out.

7 Q Did you criticize Mr. Fischer for  
8 this contract before it was entered into, or only  
9 after?

10 A After, because I wasn't -- he entered into  
11 it before I was on the scene.

12 Q And what was -- what, then, was  
13 your criticism of Mr. Fischer after the contract?

14 A Because he did not look at the impact of  
15 any out-clauses if things changed in the market  
16 place, and he did not understand the index  
17 pricing, and our financial guy had instructed him  
18 that it was not a good index price.

19 Q Who was the financial guy?

20 A Phil Bower.

21 Q What was his position at the time?

22 A He was sort of a lower-tier analyst --  
23 financial analyst.

24 Q Now, you said that you didn't know  
25 who Mr. Fischer negotiated the initial contract

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1 Q What was the nature of the  
2 renegotiation -- what was the nature of the  
3 discussion between Mr. Fischer and Mr. Gugler  
4 that you are aware of?

5 A I think they were -- Mr. Fischer was  
6 trying to renegotiate the contract so that the --  
7 so that he could change the way that the pricing  
8 was set up -- the way that the purchase price was  
9 set up, and I suspect also to try to see if he  
10 could buy aniline instead of MDI because we did  
11 need aniline.

12 Q What is aniline?

13 A Aniline is the raw material -- the major  
14 raw material that goes into making MDI.

15 Q And why did you need that?

16 A We were short.

17 Q Was the -- this renegotiation  
18 process that you described, did you have any  
19 criticisms of the way Mr. Fischer handled that?

20 A Yes.

21 Q And what were those?

22 A That he was doing it absent of any advice  
23 from the lawyers or the legal group.

24 Q And why was he doing that?

25 A I don't know.

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1 with --

2 A No.

3 Q -- correct?

4 Was there some negotiation that  
5 needed to happen with Huntsman after the contract  
6 had already been entered into?

7 A Yes.

8 Q And do you know who Mr. Fischer  
9 negotiated with then?

10 A Kay Gugler.

11 Q And who is Mr. Gugler?

12 A Mr. Gugler would have been -- I don't  
13 actually know exactly what his title would have  
14 been, but he probably would have been roughly at  
15 about David's level running the polyurethanes  
16 business.

17 Q How would you describe the  
18 relationship between Mr. Gugler and Mr. Fischer?

19 A I mean, I don't know.

20 Q Were they friends?

21 A Friends? No, I don't think they were  
22 friends.

23 Q Did they communicate often, do you  
24 know?

25 A Not that I'm aware of.

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1 Q Did you report that to Mr. Schefsky  
2 or anyone else?

3 A Mr. Schefsky was aware of it already.

4 Q How was Mr. Schefsky aware of it?

5 A He was concerned about it.

6 Q Did he tell you why he was  
7 concerned about it?

8 A No.

9 Q Were you concerned about it?

10 A Yes.

11 Q And why were you concerned about  
12 it?

13 A Because of the financial impact to the  
14 business.

15 Q And what -- what about the  
16 renegotiation did you think was going to have a  
17 negative impact on Dow's financial position?

18 A I thought that Mr. Fischer was probably  
19 going to give away more than he should have --  
20 not anything illegal, just, you know, he was --  
21 Mr. Fischer had a reputation for being a bit of a  
22 wheeler dealer without actually understanding the  
23 consequences of what he was wheeling and dealing.

24 Q Do you know what the outcome was of  
25 those renegotiations?

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1 A I left the company.  
 2 Q You left before they were  
 3 completed?  
 4 A (Nodding.)  
 5 Q I'm sorry, would you answer that  
 6 verbally.  
 7 A I'm sorry, yes, I was terminated before  
 8 they were completed.  
 9 Q Was Mr. -- you described earlier  
 10 that Mr. Fischer was playing both sides of the  
 11 fence as it relates to Mr. Levi's conduct.  
 12 Do you recall that statement you  
 13 made?  
 14 A Yes.  
 15 Q And you said that you thought that  
 16 he -- Mr. Fischer liked the fact that Mr. Levi  
 17 had a close relationship with the competitors; is  
 18 that right?  
 19 A Yes.  
 20 Q What -- which specific competitors  
 21 did you think that Mr. Levi had a close  
 22 relationship with?  
 23 A I think the closest relationship he had  
 24 was with Mr. Hartwig.  
 25 Q And who else was he close with?

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1 A Close with? Nobody else that I'm aware  
 2 of.  
 3 Q And did -- was Mr. Fischer -- did  
 4 Mr. Fischer also have a close relationship with  
 5 the competition?  
 6 A I wouldn't characterize it in the same way  
 7 that I would characterize Marco's relationship.  
 8 Q How would you characterize it?  
 9 A It was a typical, you know, relationship  
 10 that you have with competitors. It was more  
 11 typical.  
 12 Q Do you think if Mr. Fischer was  
 13 having future pricing conversations with the  
 14 competitors, he would have told you about them?  
 15 MR. MAROVITZ: Object to form and  
 16 foundation.  
 17 MR. LOEB: Object to form and  
 18 foundation.  
 19 MR. MARTIN: I'm not sure we got  
 20 the answer.  
 21 BY MR. DEVER:  
 22 Q You can answer the question. Do  
 23 you want it read back?  
 24 A Please.  
 25 MR. DEVER: Can you read it back.

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1 (Question read back.)  
 2 THE WITNESS: No.  
 3 BY MR. DEVER:  
 4 Q Why not?  
 5 MR. MAROVITZ: Object to  
 6 foundation.  
 7 THE WITNESS: No, because he was  
 8 made aware of the fact that I was  
 9 discussing with Mr. Schefsky that I was  
 10 not comfortable with those conversations,  
 11 and Mr. Fischer understands the impact of  
 12 those conversations.  
 13 BY MR. DEVER:  
 14 Q Did you -- were you Dow's  
 15 representative on any trade association?  
 16 A Triple I.  
 17 Q And what was your role with the  
 18 Triple I?  
 19 A I was Dow's representative at the  
 20 Triple I, and the treasurer.  
 21 Q And what -- was that the global  
 22 Triple I?  
 23 A Yes, correct.  
 24 Q Do you remember who Bayer's  
 25 representative was at the time you were Dow's

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1 representative?  
 2 A I remember him, but I can't remember his  
 3 name. The Bayer guys, like I said, they changed  
 4 so much. I do remember, I think, the very first  
 5 one was Larry Sterns, and there was also a Max --  
 6 I definitely remember a Max, he was a technical  
 7 guy, but then it becomes very fuzzy because they  
 8 reorganized so many times.  
 9 Q What about for BASF, do you know  
 10 who they represented?  
 11 A Bill Bernstein.  
 12 Q And how about for Huntsman?  
 13 A Huntsman, at one point in time it was Tony  
 14 Hankins, and then before that it was David -- he  
 15 was British, David -- forgive me.  
 16 Q Did -- where were these Triple I  
 17 meetings typically held?  
 18 A All over the world.  
 19 Q Did -- were you Dow's  
 20 representative on the North American Triple I  
 21 panel as well?  
 22 A Global -- it's a global --  
 23 Q Only global?  
 24 A Um-hmm.  
 25 Q Did Dow have a representative for